

# Southern Pacific Transportation Company

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October 28, 1992

RECORDED & INDEXED

OCT 29 1992 10 02 AM

INTERSTATE COMMERCE COMMISSION

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ATTORNEYS

G 4137-335

VIA FEDERAL EXPRESS

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
12th Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

OCT 30 1992 10 02 AM

INTERSTATE COMMERCE COMMISSION

Re: Lease Intended for Security Dated  
December 29, 1989, Between Southern Pacific  
Transportation Company, as Lessee, and First  
Interstate Bank of California, as Trustee

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are an original and four counterparts each of two Bills of Sale, one dated March 30, 1992 and the other dated October 23, 1992. Both documents are secondary documents, as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The primary document to which this is connected is recorded under Recordation No. 16697.

The names and addresses of the parties to the enclosed documents are as follows:

Lessors: First Interstate Bank of California, as Trustee  
345 California Street  
San Francisco, California 94104

Chase Commercial Corporation  
South 61 Paramus Road  
Paramus, New Jersey 07652

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Lessors: (continued)

Sun Life Assurance Company of Canada (U.S.)  
Sun Life Assurance Company of Canada  
One Sun Life Executive Park  
Wellesley Hills, Massachusetts 02181

Chrysler Capital Corporation  
750 Battery Street, Suite 300  
San Francisco, California 94111

Lessee/  
Sublessor: Southern Pacific Transportation Company  
Southern Pacific Building  
One Market Plaza  
San Francisco, California 94105

Sublessee: St. Louis Southwestern Railway Company  
Southern Pacific Building  
One Market Plaza  
San Francisco, California 94105

A description of the railroad equipment covered by the foregoing Bills of Sale is set forth in Attachment A attached thereto.

A fee of \$32 is enclosed. Please return four photocopies of each Bill of Sale evidencing the recordation data thereon to the undersigned.

A short summary of the enclosed documents to appear in the Commission's index is:

Bill of Sale dated March 30, 1992, executed by Southern Pacific Transportation Company, as Seller, granting to First Interstate Bank of California, as Buyer, eight locomotives, one 100-ton box car, and 35 70-ton box cars under the Lease Intended as Security dated as of December 29, 1989.

Bill of Sale dated October 23, 1992, executed by Southern Pacific Transportation Company, as Seller, granting to First Interstate Bank of California, as Buyer, two

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locomotives, two 100-ton hopper cars, and 22 70-ton box cars under the Lease Intended as Security dated as of December 29, 1989.

Very truly yours,

*Gary A. Laakso*  
Gary A. Laakso *lyr*

Enclosures

STATE OF CALIFORNIA } ss  
City and County of San Francisco

On this 26<sup>TH</sup> day of OCTOBER, in the year One Thousand Nine Hundred and Ninety TWO,  
before me, J.E. JURGENS, a Notary Public in and for the City and County of San Francisco, State of California, personally appeared

L. G. YARBERRY

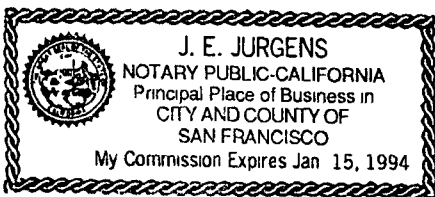
known to me to be the VICE PRESIDENT - FINANCE

of the corporation \_\_\_\_\_ described in and that executed the within instrument, and also known  
to me to be the person \_\_\_\_\_ who executed it on behalf of the corporation \_\_\_\_\_ therein named  
and \_\_\_\_\_ he \_\_\_\_\_ acknowledged to me that such corporation \_\_\_\_\_ executed the same

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my  
office in the City and County of San Francisco, the day and year in this certificate first above  
written

Corporation

[Signature]  
Notary Public in and for the City and County of San Francisco, State of California



My Commission Expires January 15, 1994

BILL OF SALE

16697 J  
RECEIVED 10/30/92

OCT 30 1992 9:51 AM

INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY, a Delaware corporation ("Seller"), is the owner of the items (together with all repairs, parts, supplies, accessories, equipment and devices affixed thereto or installed thereon, and all warranties, covenants and representations of any manufacturer or vendor thereof, the "Units") of personal property described on Attachment A hereto,


Seller sells, grants, conveys, transfers and assigns title to the Units to FIRST INTERSTATE BANK OF CALIFORNIA, as Agent (as such Agent "Buyer") under that certain Lease Intended for Security, dated as of December 29, 1989, among Seller, Buyer, and certain institutions listed on Schedule I thereto or their successors; and

Seller warrants to Buyer, its successors and assigns, that there is conveyed to Buyer good title to the Units, free and clear of all liens, claims, rights or encumbrances of others (except the rights of seller pursuant to the Lease Intended for Security), and Seller will warrant and defend such title forever against all claims and demands whatsoever.

THIS BILL OF SALE shall be governed by the laws of California without regard to conflict of law principles.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed and delivered by one of its duly authorized officers this 23rd day of October, 1992.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By:   
Name Printed: L. C. Yarberry  
Title: Vice President - Finance

BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	GRIP DATE
GUNDERSON BROS. (FMC)	SP 244661	SP	70 TON BOX	CAR	7406
GUNDERSON BROS. (FMC)	SP 244668	SP	70 TON BOX	CAR	7406
GUNDERSON BROS. (FMC)	SP 244670	SP	70 TON BOX	CAR	7406
GUNDERSON BROS. (FMC)	SP 244677	SP	70 TON BOX	CAR	7406
GUNDERSON BROS. (FMC)	SP 244684	SP	70 TON BOX	CAR	7406
GUNDERSON BROS. (FMC)	SP 244686	SP	70 TON BOX	CAR	7406
GUNDERSON BROS. (FMC)	SP 244688	SP	70 TON BOX	CAR	7406
GUNDERSON BROS. (FMC)	SP 244690	SP	70 TON BOX	CAR	7406
GUNDERSON BROS. (FMC)	SP 244712	SP	70 TON BOX	CAR	7406
GUNDERSON BROS. (FMC)	SP 244886	SP	70 TON BOX	CAR	7406
GUNDERSON BROS. (FMC)	SP 244952	SP	70 TON BOX	CAR	7406
GUNDERSON BROS. (FMC)	SP 244961	SP	70 TON BOX	CAR	7406
GUNDERSON BROS. (FMC)	SP 244968	SP	70 TON BOX	CAR	7407
GUNDERSON BROS. (FMC)	SP 245018	SP	70 TON BOX	CAR	7407
GUNDERSON BROS. (FMC)	SP 245091	SP	70 TON BOX	CAR	7407
GUNDERSON BROS. (FMC)	SP 245205	SP	70 TON BOX	CAR	7407
GUNDERSON BROS. (FMC)	SP 245227	SP	70 TON BOX	CAR	7407
GUNDERSON BROS. (FMC)	SP 245248	SP	70 TON BOX	CAR	7408
GUNDERSON BROS. (FMC)	SP 245261	SP	70 TON BOX	CAR	7408
GUNDERSON BROS. (FMC)	SP 245268	SP	70 TON BOX	CAR	7408
GUNDERSON BROS. (FMC)	SP 245270	SP	70 TON BOX	CAR	7408
GUNDERSON BROS. (FMC)	SP 245272	SP	70 TON BOX	CAR	7408
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 077608	SSW	100 TON HOPPER	CAR	6907
AMERICAN CAR & FOUNDRY CO. (ACF)	SSW 077750	SSW	100 TON HOPPER	CAR	6801

THE ABOVE EQUIPMENT IS STANDARD-GAUGE RAILROAD EQUIPMENT OTHER THAN PASSENGER CARS AND WORK EQUIPMENT.

ATTACHMENT A

TOTAL 24 UNITS

XOA598

SUPPLEMENTED UNITS  
OBSL DATED DECEMBER 29 1989

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BUILDER	UNIT	OWNER	KIND OF EQUIP	BUILT	GRIP DATE
GENERAL MOTORS CORP. (EMD)	SP 002611	SP	ES415 04	7112	
GENERAL MOTORS CORP. (EMD)	SP 004362	SP	EF618 01	5604	7212

THE ABOVE EQUIPMENT IS STANDARD-GAUGE RAILROAD EQUIPMENT OTHER THAN PASSENGER CARS AND WORK EQUIPMENT.

ATTACHMENT A

TOTAL 2 UNITS